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Debtors in Possession, as Appellees*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' COUNTER-DESIGNATION OF ITEMS
TO BE INCLUDED IN RECORD ON APPEAL**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure
(the “**Bankruptcy Rules**”) and Rule 8009-1 of the Local Bankruptcy Rules for the Southern
District of New York (the “**Local Rules**”), Sears Holdings Corporation and certain of its

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), submit the following counter-designation of additional items to be included in the record in connection with the appeal of Mien Co., Ltd., A&A (HK) Industrial Limited, AMW Vietnam Co., Ltd., Auxo International Ltd., Beauty Gem, Inc., Esjay International Private Limited, Helen Andrews Inc, Holdsun Group Limited, Mansheen Industries, Ltd, Meenu Creation LLP, Mingle Fashion Limited, Purcell Murray Company, Inc., Samil Solution Co., Ltd., Shanghai Fochier International Trade Co. Ltd., Strong Progress Garment Factory Company Limited, and Vogue Tex (Pvt) Ltd. (the “**Appellants**”), filed October 29, 2019 [Docket No. 5528], from the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [Docket No. 5370], entered by this Bankruptcy Court in the above-captioned chapter 11 cases on October 15, 2019, to the United States District Court for the Southern District of New York.

Debtors reserve their rights to supplement or amend the statement of issues to be presented on appeal and to designate additional items for inclusion in the record in the appeal.

**COUNTER-DESIGNATION OF ITEMS
TO BE INCLUDED IN RECORD ON APPEAL**

Debtors designate the following items to be included in the record on appeal. Each designated item shall also include any and all exhibits and documents annexed to and/or referenced within such items. By submitting this counter-designation, the Debtors do not waive, and expressly reserve, their rights to seek to dismiss and otherwise challenge this appeal. Further, by submitting this counter-designation, the Debtors do not waive, and expressly reserve, their rights to rely on any of the documents designated by Appellants in the *Appellants’ Statement*

of Issues to be Presented and Designation of Items to be Included in the Record on Appeal [Docket No. 6002].

No.	Document	Docket No.	Docket Entry Date
1	Declaration of Alan J. Carr In Support of Restructuring Subcommittee's Response to the Objection of the Official Committee of Unsecured Creditors to the Sale of Substantially All of the Debtors' Assets to ESL Investments, Inc.	2321	02/01/19
2	Debtors' Omnibus Reply in Support of the Going Concern Sale Transaction	2328	02/01/19
3	Declaration of Brandon Aebersold	2335	02/01/19
4	Declaration of Mohsin Y. Meghji	2336	02/01/19
5	Declaration of William L. Transier	2341	02/01/19
	Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Lien, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Lease in Connection Therewith (and) (IV) Granting Related Relief	2507	02/08/19
6	Notice of filing of Settlement Term Sheet with Pension Benefit Guaranty Corporation	2529	02/08/19
8	Disclosure Statement for Joint Chapter 11 Plan	3276	04/17/19
9	Debtors' Motion for Order Approving Disclosure Statement	3277	04/17/19
10	Debtors' Notice of Filing Exhibits to the Disclosure Statement for Joint Chapter 11 Plan Sears Holdings Corporation and Its Affiliated Debtors	3618	05/03/19
11	Disclosure Statement for Amended Joint Chapter 11 Plan	3895	05/16/19

No.	Document	Docket No.	Docket Entry Date
12	Response of the Restructuring Subcommittee to the Objections of ESL Investments, Inc. and the Official Committee of Unsecured Creditors	4039	05/28/19
13	Second Amended Joint Chapter 11 Plan	4041	05/28/19
14	Disclosure Statement for Second Amended Joint Chapter 11 Plan	4042	05/28/19
15	Revised Proposed Disclosure Statement Order	4059	05/28/19
16	Notice of Filing of Exhibits to the Disclosure Statement for Second Joint Chapter 11 Plan (Liquidation Analysis)	4060	05/29/19
17	Stipulation and Order Concerning Debtors' Continuing Use of Cash Collateral	4287	06/19/19
18	Order Authorizing the Employment and Retention of ASK LLP as Special Avoidance Action Counsel to the Debtors, Effective Nunc Pro Tunc to April 1, 2019	4373	06/27/19
19	Creditors' Committee Letter in Support of Second Amended Joint Chapter 11 Plan	4395	06/28/19
20	Amended Order Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Avoidance Counsel for Debtors Nunc Pro Tunc to April 1, 2019	4413	07/02/19
21	Modified Second Amended Joint Chapter 11 Plan	5139	09/13/19
22	Statement of the Official Committee of Unsecured Creditors in Support of Confirmation of the Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors	5145	09/13/19

No.	Hearing Transcript	Docket No.	Docket Entry Date
1	Transcript of Hearing Held on October 15, 2018	136	10/16/2018
2	Transcript of Hearing Held on November 15, 2018	4803	8/9/2019
3	Transcript of Hearing Held on May 29, 2019	4799	5/31/2019
4	Transcript of Hearing Held on May 21, 2019	5500	10/24/19

Dated: November 26, 2019
New York, New York

/s/ Sunny Singh

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